



Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$39.06							07/18/2002 <sup>(3)</sup>	07/18/2011	Comm Stock-\$.16-2/3 value	4,725		4,725	D	
Non-Qualified Stock Option (right to buy)	\$41.05							01/22/2005 <sup>(1)</sup>	01/22/2012	Comm Stock-\$.16-2/3 value	80,000		80,000	D	
Non-Qualified Stock Option (right to buy)	\$36.62							05/31/2004 <sup>(2)</sup>	05/31/2012	Comm Stock-\$.16-2/3 value	683		683	D	
Non-Qualified Stock Option (right to buy)	\$19.89							09/24/2004 <sup>(4)</sup>	09/24/2012	Comm Stock-\$.16-2/3 value	80,000		80,000	D	
Non-Qualified Stock Option (right to buy)	\$37.38							06/02/2005 <sup>(2)</sup>	06/02/2013	Comm Stock-\$.16-2/3 value	382		382	D	
Non-Qualified Stock Option (right to buy)	\$45.27							12/10/2006 <sup>(1)</sup>	12/10/2013	Comm Stock-\$.16-2/3 value	65,000		65,000	D	
Non-Qualified Stock Option (right to buy)	\$48.41							06/01/2006 <sup>(2)</sup>	06/01/2014	Comm Stock-\$.16-2/3 value	517		517	D	
Non-Qualified Stock Option (right to buy)	\$37.7							12/07/2007 <sup>(1)</sup>	12/07/2014	Comm Stock-\$.16-2/3 value	65,000		65,000	D	
Non-Qualified Stock Option (right to buy)	\$37.04							07/30/2005 <sup>(5)</sup>	06/01/2015	Comm Stock-\$.16-2/3 value	675		675	D	
Non-Qualified Stock Option (right to buy)	\$39.44							12/06/2006 <sup>(6)</sup>	12/06/2015	Comm Stock-\$.16-2/3 value	50,000		50,000	D	
Non-Qualified Stock Option (right to buy)	\$6.62	12/08/2005			M		70,000	09/04/2001 <sup>(1)</sup>	09/04/2008	Comm Stock-\$.16-2/3 value	70,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$7.37							09/08/2001 <sup>(1)</sup>	02/20/2007	Comm Stock-\$.16-2/3 value	54,000		54,000	D	
Non-Qualified Stock Option (right to buy)	\$7.37							09/08/2001 <sup>(1)</sup>	12/16/2007	Comm Stock-\$.16-2/3 value	70,000		70,000	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares				
Non-Qualified Stock Option (right to buy)	\$28.75							11/30/2002 <sup>(1)</sup>	11/30/2009	Comm Stock-\$.16-2/3 value	110,000		110,000	D	
Non-Qualified Stock Option (right to buy)	\$44.5							11/10/2003 <sup>(1)</sup>	11/10/2010	Comm Stock-\$.16-2/3 value	90,000		90,000	D	
Non-Qualified Stock Option (right to buy)	\$45.9							06/01/2003 <sup>(2)</sup>	06/01/2011	Comm Stock-\$.16-2/3 value	545		545	D	

**Explanation of Responses:**

1. This is a vesting schedule. 33.33% vests three, four and five years from grant date.
2. This is a vesting schedule. 100% vests two years from grant date.
3. This is a vesting schedule. 50% vests one and two years from grant date.
4. This is a vesting schedule. 25% vests two, three, four and five years from grant date.
5. This is a vesting schedule. 100% vests on 7/30/05.
6. This is a vesting schedule. 20% vests one, two, three, four and five years from grant date.

By: WILLIAM A. MARTIN,  
Attny In Fact

12/08/2005

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**